

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF WEST VIRGINIA
At Wheeling**

**TRANS ENERGY, INC., a
Nevada Corporation,
REPUBLIC PARTNERS VI,
LP, a Texas limited partnership,
REPUBLIC ENERGY VENTURES,
LLC, a Delaware Limited Liability
Company, and PRIMA OIL COMPANY,
INC., a Delaware Corporation,**

Plaintiffs,

CIVIL ACTION NO. 1:11-cv-00075

Vs.

**EQT CORPORATION, a
Pennsylvania Corporation,**

Defendant.

PLAINTIFFS' ANSWER TO DEFENDANT'S COUNTERCLAIMS

COME NOW Plaintiffs Trans Energy, Inc., Republic Partners VI, LP, Republic Energy Ventures, LLC and Prima Oil Company, Inc., by their counsel, Andrew G. Fusco, Kimberly S. Croyle, Dylan C. Lewis, and Bowles Rice McDavid Graff & Love LLP, hereby file this Answer to Defendant's Counterclaims and state as follows:

First Defense

Defendant's Counterclaims fail to state claims for relief or causes of action upon which relief can be granted.

Second Defense

Defendant has no valid record interest in the mineral estate underlying the Blackshere property.

Third Defense

Defendant's claims are barred, in whole or in part, by the defense of estoppel.

Fourth Defense

Defendant's claims are barred, in whole or in part, by the defense of laches.

Fifth Defense

Defendant's claims are barred, in whole or in part, by the defense of waiver.

Sixth Defense

Defendant's claims are barred, in whole or in part, by the statute of limitations.

Seventh Defense

Defendant's claims are barred, in whole or in part, by the statute of frauds.

Eighth Defense

Defendant's claims are barred, in whole or in part, by the defense of unclean hands.

Ninth Defense

Plaintiffs hereby reserve the right to assert all other appropriate defenses supported by evidence revealed through discovery and trial of this matter.

Tenth Defense

In response to the specific allegations set forth in Defendant's Counterclaims, Plaintiffs state as follows:

1. To the extent Defendant's *Preliminary Statement as to Counterclaims* makes any material factual allegation(s), Plaintiffs deny the same.
2. Plaintiffs deny the allegations set forth in paragraph 71 of Defendant's Answer to Complaint and Counterclaims.

3. Plaintiffs deny the allegations set forth in paragraph 72 of Defendant's Answer to Complaint and Counterclaims.

4. Plaintiffs deny the allegations set forth in paragraph 73 of Defendant's Answer to Complaint and Counterclaims.

5. Plaintiffs deny the allegations set forth in paragraph 74 of Defendant's Answer to Complaint and Counterclaims.

6. Paragraph 75 of Defendant's Answer to Complaint and Counterclaims is a conclusion of law which requires no response. To the extent any part of this paragraph alleges a material fact, Plaintiffs deny the same.

7. Paragraph 76 of Defendant's Answer to Complaint and Counterclaims is a conclusion of law which requires no response. To the extent any part of this paragraph alleges a material fact, Plaintiffs deny the same.

8. Paragraph 77 of Defendant's Answer to Complaint and Counterclaims does not set forth material factual averments to which a response is required from Plaintiffs.

9. Plaintiffs admit the allegations set forth in paragraph 78 of Defendant's Answer to Complaint and Counterclaims and further state that referenced Confirmatory Assignment and Bill of Sale indicates that Prima Oil has an interest in the oil and gas estate underlying the Blackshere property.

10. In regard to the allegations set forth in paragraph 79, Plaintiffs deny that Prima Oil only assigned an interest in the natural gas within and underlying the Blackshere property. Plaintiffs affirmatively state that Prima Oil assigned both a gas and oil interest by the December 1, 2008 conveyance. Plaintiffs admit that Republic Partners derives title from Prima Oil. Plaintiffs admit that Trans Energy applied to the DEP for a permit to drill a new Marcellus

Shale gas well to be located on the Blackshere property. Plaintiffs deny all other material allegations set forth in paragraph 70 of Defendant's Answer to Complaint and Counterclaims.

11. Plaintiffs admit the allegations set forth in paragraph 80 of Defendant's Answer to Complaint and Counterclaims.

12. Plaintiffs deny the allegations set forth in paragraph 81 of Defendant's Answer to Complaint and Counterclaims.

13. Plaintiffs deny the allegations set forth in paragraph 82 of Defendant's Answer to Complaint and Counterclaims.

14. Paragraph 83 of Defendant's Answer to Complaint and Counterclaims does not set forth material factual averments to which a response is required from Plaintiffs.

15. Plaintiffs deny the allegations set forth in paragraph 84 of Defendant's Answer to Complaint and Counterclaims.

16. Plaintiffs deny the allegations set forth in paragraph 85 of Defendant's Answer to Complaint and Counterclaims.

17. Paragraph 86 of Defendant's Answer to Complaint and Counterclaims does not set forth material factual averments to which a response is required from Plaintiffs.

18. Plaintiffs deny the allegations set forth in paragraph 87 of Defendant's Answer to Complaint and Counterclaims.

19. Plaintiffs deny the allegations set forth in paragraph 88 of Defendant's Answer to Complaint and Counterclaims.

20. Plaintiffs deny that Defendant is entitled to each and every form of relief requested in Counts I-IV.

WHEREFORE, in consideration of the above-cited defenses and for Defendant's failure to sufficiently plead the counterclaims therein, Plaintiffs move this Court to dismiss said counterclaims and award Plaintiffs their costs in defending the same.

TRANS ENERGY, INC.,
REPUBLIC PARTNERS VI, LP,
REPUBLIC ENERGY VENTURES,
LLC, and PRIMA OIL COMPANY,
INC.

By Counsel.

BOWLES RICE MCDAVID GRAFF
& LOVE LLP

/s/ Andrew G. Fusco
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Inc.*

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CERTIFICATE OF SERVICE

The undersigned counsel for Plaintiffs, Trans Energy, Inc., Republic Partners VI, LP, Republic Energy Ventures, LLC, and Prima Oil Company, Inc., hereby certifies that the foregoing **Answer to Counterclaims** was electronically filed with the Clerk of the Court using the CM/ECF system which will send notification of such filing to Ramonda C. Lyons at rlyons@lgcr.com and Richard L. Gottlieb at rgottlieb@lgcr.com.

Dated this 1st day of August 2011.

/s/ Andrew G. Fusco
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